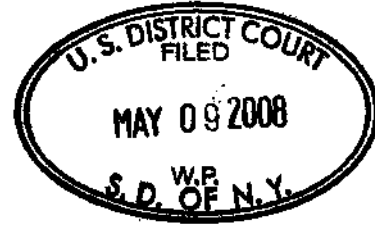


FIDELITY AND DEPOSIT COMPANY OF MARYLAND

HOME OFFICE BALTIMORE, MD 21203

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Bond Number CGB 8927971



BETSEY JOHNSON LLC,

Plaintiff,

v.

COLORFUL LICENSES BV,

Defendant.

Undertaking for Preliminary Injunction
and Temporary Restraining Order

Civil Action No. 08 Civ. 4145 (wcc)

WHEREAS, by an Order of the above entitled Court, **BETSEY JOHNSON LLC**, was required to file an undertaking in the sum of **ONE HUNDRED THOUSAND AND 00/100THS ----- (\$100,000.00)DOLLARS** as a condition for a Preliminary Injunction and Temporary Restraining Order to be in effect restraining and enjoining the Defendant from the commission of certain acts as more fully set forth in said Order.

NOW, THEREFORE, the **FIDELITY & DEPOSIT COMPANY OF MARYLAND** a corporation organized and existing under the laws of Maryland and authorized to transact the business of Surety, in the State of New York at One Liberty Plaza, 165 Broadway, New York, NY 10006, as Surety, in consideration of the premises and the issuance of said Preliminary Injunction and Temporary Restraining Order does hereby undertake to pay all costs and disbursements that may be decreed to said Defendant and such damages not exceeding the amount of **ONE HUNDRED THOUSAND AND 00/100THS ----- (\$100,000.00)DOLLARS**, as Defendant may sustain by reason of said Preliminary Injunction and Temporary Restraining Order the same be wrongful and without sufficient cause.

IN WITNESS WHEREOF, we have set our hand and seal on the 2ND day of May, 2008.

FIDELITY & DEPOSIT COMPANY OF MARYLAND

Maria Sponza
Attorney-In-Fact

MICROFILM

MAY 09 2008

UCCDCDNYWP

ARTHUR B. LEVINE
COMPANY
SURETY BOND AGENTS

MARIA SPONZA
VICE PRESIDENT

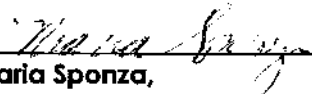
60 EAST 42ND STREET
NEW YORK, N.Y. 10165
(212) 988-7470
msponza@levinecompany.com

STATE OF NEW YORK

COUNTY OF NEW YORK

I, **Maria Sponza**, Attorney-in-Fact of the **Fidelity and Deposit Company of Maryland**, have compared the foregoing Resolution with the original thereof as recorded in the Minute Book of said Company, and do hereby certify that the same is a true and correct transcript therefrom and of the whole of said original Resolution, and that the said Resolution is still in full force and effect.

Given under my hand and the seal of the
Company, at the City of New York, this 2nd day of
May, 2008.




Maria Sponza, Attorney-in-Fact

STATE OF NEW YORK

COUNTY OF NEW YORK

On the 2nd day of May, 2008, before me personally came Maria Sponza, resides at 60 East 42nd Street, New York, New York, State of New York, that she is Attorney-In-Fact of **Fidelity and Deposit Company of Maryland**, the corporation described in and which executed the within instrument; that she knows the corporate seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by the Board of Directors of said corporation, and that she signed her name thereto by like order; and that the Fidelity and Deposit Company of Maryland is duly authorized to transact business in the State of New York in pursuance of the statutes in such case made and provided; that the Superintendent of Insurance of the State of New York, has, pursuant to Chapter 28 of the Consolidated Laws of the State of New York, known as the Insurance Law, issued to the Fidelity and Deposit Company of Maryland a Certificate of Solvency and of Qualification to become surety or guarantor on all bonds, undertakings, recognizances, guaranties and other obligations required or permitted by law; and that such certificate has not been revoked.



Notary Public

ANITA HUNTER
Notary Public, State of New York
NO. 01HU4828371
Qualified in Richmond County
Commission Expires April 30, 2011

Power of Attorney
FIDELITY AND DEPOSIT COMPANY OF MARYLAND
COLONIAL AMERICAN CASUALTY AND SURETY COMPANY

KNOW ALL MEN BY THESE PRESENTS: That the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, and the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, corporations of the State of Maryland, by THEODORE G. MARTINEZ, Vice President, and ERIC D. BARNES, Assistant Secretary, in pursuance of authority granted by Article VI, Section 2, of the By-Laws of said Companies, which are set forth on the reverse side hereof and are hereby certified to be in full force and effect on the date hereof, does hereby nominate, constitute and appoint Sybil LEVINE, Maria SPONZA, Anita HUNTER, Margaret MCLAUGHLIN and Carol LEVINE, all of New York, New York, EACH its true and lawful agent and Attorney-in-Fact to make, execute, seal and deliver, for, and on its behalf as surety, and as its act and deed: ~~any and all bonds and undertakings~~ and the execution of such bonds or undertakings in pursuance of these presents, shall be as binding upon said Companies, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its office in Baltimore, Md., in their own proper persons. This power of attorney revokes that issued on behalf of Maria SPONZA, Anita HUNTER, Carol LEVINE, Sybil LEVINE, Margaret MCLAUGHLIN, dated August 5, 2004.

The said Assistant Secretary does hereby certify that the extract set forth on the reverse side hereof is a true copy of Article VI, Section 2, of the By-Laws of said Companies, and is now in force.

IN WITNESS WHEREOF, the said Vice-President and Assistant Secretary have hereunto subscribed their names and affixed the Corporate Seals of the said FIDELITY AND DEPOSIT COMPANY OF MARYLAND, and the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, this 26th day of August, A.D. 2004.

ATTEST:

FIDELITY AND DEPOSIT COMPANY OF MARYLAND
COLONIAL AMERICAN CASUALTY AND SURETY COMPANY



Eric D. Barnes

By:

Theodore G. Martinez

Eric D. Barnes

Assistant Secretary

Theodore G. Martinez

State of Maryland } ss:
 City of Baltimore }

On this 26th day of August, A.D. 2004, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, came THEODORE G. MARTINEZ, Vice President, and ERIC D. BARNES, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, and the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and they each acknowledged the execution of the same, and being by me duly sworn, severally and each for himself depose and saith, that they are the said officers of the Companies aforesaid, and that the seals affixed to the preceding instrument is the Corporate Seals of said Companies, and that the said Corporate Seals and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



Dennis R. Hayden

Dennis R. Hayden

Notary Public

My Commission Expires: February 1, 2009

EXTRACT FROM BY-LAWS OF FIDELITY AND DEPOSIT COMPANY OF MARYLAND

"Article VI, Section 2. The Chairman of the Board, or the President, or any Executive Vice-President, or any of the Senior Vice-Presidents or Vice-Presidents specially authorized so to do by the Board of Directors or by the Executive Committee, shall have power, by and with the concurrence of the Secretary or any one of the Assistant Secretaries, to appoint Resident Vice-Presidents, Assistant Vice-Presidents and Attorneys-in-Fact as the business of the Company may require, or to authorize any person or persons to execute on behalf of the Company any bonds, undertaking, recognizances, stipulations, policies, contracts, agreements, deeds, and releases and assignments of judgements, decrees, mortgages and instruments in the nature of mortgages,...and to affix the seal of the Company thereto."

EXTRACT FROM BY-LAWS OF COLONIAL AMERICAN CASUALTY AND SURETY COMPANY

"Article VI, Section 2. The Chairman of the Board, or the President, or any Executive Vice-President, or any of the Senior Vice-Presidents or Vice-Presidents specially authorized so to do by the Board of Directors or by the Executive Committee, shall have power, by and with the concurrence of the Secretary or any one of the Assistant Secretaries, to appoint Resident Vice-Presidents, Assistant Vice-Presidents and Attorneys-in-Fact as the business of the Company may require, or to authorize any person or persons to execute on behalf of the Company any bonds, undertaking, recognizances, stipulations, policies, contracts, agreements, deeds, and releases and assignments of judgements, decrees, mortgages and instruments in the nature of mortgages,...and to affix the seal of the Company thereto."

CERTIFICATE

I, the undersigned, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, and the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, do hereby certify that the foregoing Power of Attorney is still in full force and effect on the date of this certificate; and I do further certify that the Vice-President who executed the said Power of Attorney was one of the additional Vice-Presidents specially authorized by the Board of Directors to appoint any Attorney-in-Fact as provided in Article VI, Section 2, of the respective By-Laws of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, and the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY.

This Power of Attorney and Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND at a meeting duly called and held on the 10th day of May, 1990 and of the Board of Directors of the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY at a meeting duly called and held on the 5th day of May, 1994.

RESOLVED: "That the facsimile or mechanically reproduced seal of the company and facsimile or mechanically reproduced signature of any Vice-President, Secretary, or Assistant Secretary of the Company, whether made heretofore or hereafter, wherever appearing upon a certified copy of any power of attorney issued by the Company, shall be valid and binding upon the Company with the same force and effect as though manually affixed."

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seals of the said Companies,

this 2nd day of May, 2008.

C W Rollins

Assistant Secretary



FIDELITY AND DEPOSIT COMPANY

OF MARYLAND

3910 KESWICK ROAD, BALTIMORE, MD 21211-2226

Statement of Financial Condition As Of December 31, 2007

ASSETS

Bonds	\$ 152,119,394
Stocks	43,598,075
Cash and Short Term Investments	58,417,758
Reinsurance Recoverable	20,969,268
Other Accounts Receivable	40,255,904
TOTAL ADMITTED ASSETS	\$ 315,360,399

LIABILITIES, SURPLUS AND OTHER FUNDS

Reserve for Taxes and Expenses	\$ 875,904
Ceded Reinsurance Premiums Payable	70,455,734
Securities Lending Collateral Liability	43,430,120
TOTAL LIABILITIES	\$ 114,761,758
Capital Stock, Paid Up	\$ 5,000,000
Surplus	195,598,641
Surplus as regards Policyholders	200,598,641
TOTAL	\$ 315,360,399

Securities carried at \$34,597,845 in the above statement are deposited as required by law.

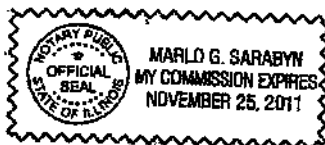
Securities carried on the basis prescribed by the National Association of Insurance Commissioners. On the basis of December 31, 2007 market quotations for all bonds and stocks owned, the Company's total admitted assets would be \$315,825,091 and surplus as regards policyholders \$201,063,333.

I, DAVID A. BOWERS, Corporate Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, do hereby certify that the foregoing statement is a correct exhibit of the assets and liabilities of the said Company on the 31st day of December, 2007.


Corporate Secretary

State of Illinois
City of Schaumburg } SS:

Subscribed and sworn to, before me, a Notary Public of the State of Illinois, in the City of Schaumburg, this 14th day of March, 2008.




Notary Public

5/8/08 Bond Approved Symia Samies

So Ordered

William C. Conner
U. S. S. J